## Groupon, Inc. Condensed Consolidated Balance Sheets (in thousands, except share and per share amounts) (unaudited)

Right-of-use assets - operating leases, net         12,127           Goodwill         178,685         178,685           Intangible assets, net         14,568         17,641           Investments         119,541         119,541           Deferred income taxes         13,830         13,550           Other non-current assets         \$ 587,23         \$ 793,117           Total assets         \$ 587,23         \$ 793,117           Liabilities           Current liabilities           Short-term borrowings         46,700         \$ 75,000           Accounts payable         20,117         59,568           Accrued expenses and other current liabilities         178,119         225,420           Accrued expenses and other current liabilities         119,224         171,452           Total current liabilities         364,600         531,440           Onvertible senior notes, net         225,693         224,923           Operating lease obligations         5,211         9,310           Other non-current liabilities         612,05         78,225           Commitment and contingencies           Stockholders' equity (deficit)           Common stock, par value So 0001 per sha		Ju	ine 30, 2023	Dec	ember 31, 2022
Cash and cash equivalents         \$ 18,145         \$ 281,279           Accounts receivable, net         35,206         44,971           Prepaid expenses and other current assets         38,989         41,101           Propel de xpenses and other current assets         192,340         367,351           Property, equipment and software, net         43,486         56,731           Right-of-use assets - operating leases, net         6,012         12,127           Goodwill         178,685         178,685           Intangible assets, net         149,564         119,541           Investments         19,541         119,541           Deferred income taxes         13,830         13,550           Other non-current assets         18,772         27,401           Total assets         587,234         793,117           Current liabilities and equity         20,101         59,568           Accounts payable         20,117         59,568           Accounts payable         20,117         59,568           Accured expenses and other current liabilities         18,24         171,452           Total current liabilities         364,100         531,40           Convertible senior notes, net         225,633         224,223           Opera	Assets				
Accounts receivable, net         35.206         44.97           Prepaid expenses and other current assets         38,899         41,101           Total current assets         192,340         367.351           Right-of-use assets - operaling leases, net         6,072         12,127           Goodwill         178,685         178,685           Intangible assets, net         14,568         17,845           Interpretation one taxes         119,541         119,541           Deferred income taxes         13,30         13,550           Other non-current assets         18,772         27,491           Total assets         5,872,24         5,793,117           Liabilities         18,772         27,491           Current liabilities         20,117         59,586           Accounts payable         20,117         59,586           Accounts payable         178,119         225,420           Accrued expenses and other current liabilities         319,22         17,400           Total current liabilities         34,60         51,412           Convertible senior notes, net         22,589         224,923           Operating lease obligations         5,211         9,31           Other on-current liabilities         16,979	Current assets:				
Prepaid expenses and other current assets         38,989         41,101           Total current assets         192,340         367,351           Properly, equipment and software, net         43,486         56,731           Right-Grue assets - operating leases, net         6,012         178,685           Intangible assets, net         14,568         178,685           Intangible assets, net         119,541         119,541           Investments         13,303         13,500           Other non-current assets         18,772         274,941           Total assets         5,872,32         789,117           Total assets         8,752,02         789,117           Total concurrent assets           Accounts payable         20,117         59,600           Accounts payable         21,117         225,400           Accourse payable         178,19         225,400           Accourse payable merchant and supplier payables         178,19         225,400           Accurred expenses and other current liabilities         364,60         51,412           Onvertible senior notes, net         225,603         224,225           Operating lease obligations         51         9,225           Total current liabilities <td< td=""><td>Cash and cash equivalents</td><td>\$</td><td>118,145</td><td>\$</td><td>281,279</td></td<>	Cash and cash equivalents	\$	118,145	\$	281,279
Total current assets         192,340         367,351           Property, equipment and software, net         43,486         56,731           Right-of-use assets - operating leases, net         6,012         12,127           Goodwill         178,685         178,685           Intrangible assets, net         14,568         17,641           Investments         119,541         119,541           Deferred income taxes         13,830         13,550           Other non-current assets         6,872         27,491           Total assets         5,872,34         793,117           Total assets         8,872,34         793,117           Liabilities           Stort-term borrowings         \$ 46,700         \$ 75,000           Accorued merchant and supplier payables         20,117         59,568           Accured werchant and supplier payables         178,119         225,200           Accurued werchant and supplier payables         178,119         225,200           Accurued spenses and other current liabilities         19,214         9,116           Conventible senior notes, net         225,693         224,203           Operating lease obligations         5,211         9,116           Total liabilities         6,10	Accounts receivable, net		35,206		44,971
Property, equipment and software, net         43,486         56,731           Right-of-use assets - operating leases, net         6,012         12,127           Goodwill         178,685         178,685           Intangible assets, net         14,568         17,616           Investments         119,541         119,541           Deferred income taxes         13,830         13,550           Other non-current assets         18,772         27,491           Total assets         5,587,234         793,117           Libilities and equity         8         46,700         \$ 75,000           Current liabilities         20,117         59,568           Accounts payable         20,117         59,568           Accrued merchant and supplier payables         178,119         225,420           Accrued expenses and other current liabilities         364,60         51,416           Total current liabilities         364,60         51,416           Convertible senior notes, net         225,693         224,923           Operating lease obligations         5,211         9,316           Total liabilities         612,061         784,259           Common stock, par value \$0,0001 per share, 100,500,000 shares authorized, 41,521,134         34         4	Prepaid expenses and other current assets		38,989		41,101
Right-of-use assets - operating leases, net         6.012         12,127           Goodwill         178,685         178,685           Intangible assets, net         14,568         17,641           Investments         119,541         119,541           Deferred income taxes         13,830         13,550           Other non-current assets         18,772         27,491           Total assets         587,234         579,311           Liabilities and equity           Current liabilities and equity           Current liabilities           Short-term borrowings         \$ 46,700         \$ 75,000           Accounts payable         20,117         59,668           Accrued merchant and supplier payables         178,119         225,420           Accrued expenses and other current liabilities         19,224         171,452           Total current liabilities         364,600         531,440           Convertible senior notes, net         225,693         224,923           Operating lease obligations         5,211         9,310           Comminent and contingencies           Stockholders' equity (deficit)         2,321,936         2,322,672           Common stock,	Total current assets		192,340		367,351
Goodwill         178,885         178,885           Intangible assets, net         14,568         17,641           Investments         119,541         119,541           Deferred income taxes         13,830         13,550           Other non-current assets         \$87,201         27,491           Total assets         \$587,201         \$93,117           Liabilities and equity           Current liabilities           Short-term borrowings         \$46,070         \$75,000           Accounts payable         20,117         59,688           Accounts payable         178,119         225,420           Account errent and supplier payables         119,224         171,452           Account expenses and other current liabilities         384,160         531,440           Convertible senior notes, net         225,693         224,923           Operating lease obligations         5,211         9,31           Other onor-current liabilities         612,061         784,256           Total liabilities         612,061         784,256           Total liabilities         2,31,061         2,322,672           Comminent and compliancies         34         4           Stockholders' equity	Property, equipment and software, net		43,486		56,731
Intangible assets, net         14,568         17,641           Investments         119,541         119,541           Deferred income taxes         13,830         13,550           Other non-current assets         18,772         27,491           Total assets         58,72,23         799,117           Liabilities         Value         Value           Current liabilities           Current liabilities           Short-term borrowings         46,700         75,000           Accounts payable         20,117         59,568           Accrued merchant and supplier payables         178,119         225,420           Accrued expenses and other current liabilities         119,224         171,452           Total current liabilities         364,600         531,440           Convertible senior notes, net         225,693         224,923           Operating lease obligations         510         9,300           Total labilities         610,907         18,586           Total intention and contingencies           Stockholders' equity (deficit)           Commitment and contingencies         34         4           Additional paid-in capital         2,331,003         2,322,675<	Right-of-use assets - operating leases, net		6,012		12,127
Investments         119,541         119,541           Deferred income taxes         13,830         13,550           Other non-current assets         18,772         27,491           Total assets         \$587,234         793,117           Labilities and equity           Current liabilities           Short-term borrowings         \$46,700         75,000           Accounts payable         20,117         59,568           Accrued expenses and other current liabilities         178,119         225,420           Accrued expenses and other current liabilities         119,224         171,452           Total current liabilities         364,160         531,440           Convertible senior notes, net         225,693         224,923           Operating lease obligations         5,211         9,310           Other non-current liabilities         16,997         18,856           Total labilities           Accident adouting expenses obligations         5,211         9,310           Commitment and contingencies           Stockholders' equity (deficit)           Commitment and subgraph and	Goodwill		178,685		178,685
Deferred income taxes         13,830         13,550           Other non-current assets         18,772         27,491           Total assets         \$ 587,234         793,117           Labilities and equity           Current liabilities:           Short-term borrowings         46,700         75,000           Accounts payable         20,117         59,566           Accured emerchand supplier payables         191,924         717,152           Accured expenses and other current liabilities         191,924         717,152           Total current liabilities         364,160         531,440           Convertible senior notes, net         225,693         224,923           Operating lease obligations         5,11         9,10           Other non-current liabilities         16,997         18,566           Total liabilities         612,00         784,259           Commitment and contingencies           Stockholders'equity (deficit)         2,331,00         2,322,672           Common stock, par value \$0,0001 per share, 100,500,000 shares authorized; 41,521,134         34         4           Additional paid-in capital         2,331,00         2,322,672         4           Teasury stock, at cost, 10	Intangible assets, net		14,568		17,641
Other non-current assets         18,772         27,491           Total assets         5 87,234         7 93,117           Labilities and equity           Current liabilities:           Short-term borrowings         46,000         7 5,000           Accounts payable         20,117         59,568           Accrued merchant and supplier payables         178,119         225,000           Accrued expenses and other current liabilities         119,224         171,452           Total current liabilities         364,100         531,440           Convertible senior notes, net         225,693         224,923           Operating lease obligations         5,211         9,310           Other non-current liabilities         612,061         784,259           Commitment and contingencies         16,997         18,566           Stockholders' equity (deficit)           Common stock, par value \$0,0001 per share, 100,500,000 shares authorized; 41,521,134         4         4           shares issued and 31,227,017 shares outstanding at June 30, 2023; 40,786,996 shares issued and 31,227,017 shares outstanding at June 30, 2023; 40,786,996 shares issued and 31,227,017 shares outstanding at June 30, 2023; 40,786,996 shares issued and 31,227,017 shares outstanding at June 30, 2023; 40,786,996 shares issued and 31,227,017 shares outstanding at June 30, 2023, 40,786,996 shares	Investments		119,541		119,541
Total assets         587,234         793,117           Liabilities and equity         Current liabilities           Chort-term borrowings         46,700         75,000           Accounts payable         20,117         59,568           Accrued merchant and supplier payables         178,119         225,420           Accrued expenses and other current liabilities         119,224         171,452           Total current liabilities         364,160         531,440           Convertible senior notes, net         225,693         224,923           Operating lease obligations         5,211         9,310           Other non-current liabilities         610,997         18,586           Total liabilities         610,997         18,586           Total liabilities         5,211         9,310           Other non-current liabilities         610,997         18,586           Total liabilities         5,211         9,310           Total liabilities         5,211         9,310           Total liabilities         2,320         78,252           Common stock, par value S0,0001 per share, 100,500,000 shares authorized; 41,521,134         2,331,036         2,322,672           Shares issued and 31,227,017 shares outstanding at June 30,722,873 shares outstanding at June 30,722,873	Deferred income taxes		13,830		13,550
Liabilities and equity           Current liabilities:         Short-term borrowings         46,700         75,000           Accounts payable         20,117         59,568           Accrued merchant and supplier payables         178,119         225,420           Accrued expenses and other current liabilities         119,224         171,452           Total current liabilities         364,160         531,440           Convertible senior notes, net         225,693         224,923           Operating lease obligations         5,211         9,310           Other non-current liabilities         16,997         18,586           Total liabilities         612,061         784,259           Commitment and contingencies         Stockholders' equity (deficit)         285           Stockholders' equity (deficit)         5         4         4           Additional paid-in capital         2,331,036         2,322,672           Treasury stock, at cost, 10,294,117 shares at June 30, 2023 and December 31, 2022         (922,666)         (922,666           Accumulated deficit         (1,436,231)         (1,394,477           Accumulated other comprehensive income (loss)         2,839         2,942           Total Groupon, Inc. stockholders' equity (deficit)         (25,018)         8,475	Other non-current assets		18,772		27,491
Current liabilities:         \$ 46,700         \$ 75,000           Accounts payable         20,117         59,568           Accrued merchant and supplier payables         178,119         225,420           Accrued expenses and other current liabilities         119,224         171,452           Total current liabilities         364,160         531,440           Convertible senior notes, net         225,693         224,923           Operating lease obligations         5,211         9,310           Other non-current liabilities         16,997         18,586           Total liabilities         612,061         784,259           Commitment and contingencies         364,160         784,259           Stockholders' equity (deficit)         4         4           Common stock, par value \$0.0001 per share, 100,500,000 shares authorized; 41,521,134 shares issued and 31,227,017 shares outstanding at June 30, 2023; 40,786,996 shares issued and 30,492,879 shares outstanding at June 30, 2023; 40,786,996 shares issued and 30,492,879 shares outstanding at June 30, 2023 and December 31, 2022         4         4           Acditional paid-in capital         2,331,036         2,322,672           Treasury stock, at cost, 10,294,117 shares at June 30, 2023 and December 31, 2022         (922,666)         (922,666)           Accumulated deficit         (1,436,231)         (1,394,477)	Total assets	\$	587,234	\$	793,117
Short-term borrowings         \$ 46,700         \$ 75,000           Accounts payable         20,117         59,568           Accrued merchant and supplier payables         178,119         225,420           Accrued expenses and other current liabilities         119,224         171,452           Total current liabilities         364,160         531,440           Convertible senior notes, net         225,693         224,923           Operating lease obligations         5,211         9,310           Other non-current liabilities         16,997         18,586           Total liabilities         612,061         784,259           Commitment and contingencies         5         24           Stockholders' equity (deficit)         5         4           Common stock, par value \$0,0001 per share, 100,500,000 shares authorized; 41,521,134 shares shares issued and 31,227,017 shares outstanding at June 30, 2023; 40,786,996 shares issued and 31,227,017 shares outstanding at June 30, 2023; 40,786,996 shares issued and 31,227,017 shares outstanding at December 31, 2022         4         4           Additional paid-in capital         2,331,036         2,332,672           Treasury stock, at cost, 10,294,117 shares at June 30, 2023 and December 31, 2022         (922,666)         (922,666)           Accumulated deficit         (1,436,231)         (1,394,477)           <	Liabilities and equity				
Accounts payable         20,117         59,568           Accrued merchant and supplier payables         178,119         225,420           Accrued expenses and other current liabilities         119,224         171,452           Total current liabilities         364,160         531,440           Convertible senior notes, net         225,693         224,923           Operating lease obligations         5,211         9,310           Other non-current liabilities         16,997         18,586           Total liabilities         612,061         784,259           Commitment and contingencies         8         4         4           Stockholders' equity (deficit)         2         4         4           Common stock, par value \$0.0001 per share, 100,500,000 shares authorized; 41,521,134 shares issued and 31,227,017 shares outstanding at June 30, 2023; 40,786,996 shares issued and 30,492,879 shares outstanding at June 30, 2023; 40,786,996 shares issued and 30,492,879 shares outstanding at June 30, 2023 and December 31, 2022         4         4           Additional paid-in capital         2,331,036         2,322,672           Treasury stock, at cost, 10,294,117 shares at June 30, 2023 and December 31, 2022         (922,666)         (922,666)           Accumulated deficit         (1,346,231)         (1,394,477)           Accumulated other comprehensive income (loss) </td <td>Current liabilities:</td> <td></td> <td></td> <td></td> <td></td>	Current liabilities:				
Accrued merchant and supplier payables         178,119         225,420           Accrued expenses and other current liabilities         119,224         171,452           Total current liabilities         364,160         531,440           Convertible senior notes, net         225,693         224,923           Operating lease obligations         5,211         9,310           Other non-current liabilities         16,997         18,586           Total liabilities         612,061         784,259           Commitment and contingencies         Stockholders' equity (deficit)         2           Common stock, par value \$0.0001 per share, 100,500,000 shares authorized; 41,521,134 shares issued and 31,227,017 shares outstanding at June 30, 2023; 40,786,996 shares issued and 30,492,879 shares outstanding at December 31, 2022         4         4           Additional paid-in capital         2,331,036         2,322,672           Treasury stock, at cost, 10,294,117 shares at June 30, 2023 and December 31, 2022         (922,666)         (922,666)           Accumulated deficit         (1,436,231)         (1,394,477)           Accumulated other comprehensive income (loss)         2,839         2,942           Total Groupon, Inc. stockholders' equity (deficit)         (25,018)         8,475           Noncontrolling interests         191         383           To	Short-term borrowings	\$	46,700	\$	75,000
Accrued expenses and other current liabilities         119,224         171,452           Total current liabilities         364,160         531,440           Convertible senior notes, net         225,693         224,923           Operating lease obligations         5,211         9,310           Other non-current liabilities         16,997         18,586           Total liabilities         612,061         784,259           Commitment and contingencies         ****  Stockholders' equity (deficit)**  Common stock, par value \$0,0001 per share, 100,500,000 shares authorized; 41,521,134 shares issued and 31,227,017 shares outstanding at June 30, 2023; 40,786,996 shares issued and 31,227,017 shares outstanding at June 30, 2023; 40,786,996 shares issued and 30,492,879 shares outstanding at December 31, 2022         4         4           Additional paid-in capital         2,331,036         2,322,672           Treasury stock, at cost, 10,294,117 shares at June 30, 2023 and December 31, 2022         (922,666)         (922,666)           Accumulated deficit         (1,436,231)         (1,394,477)           Accumulated other comprehensive income (loss)         2,839         2,942           Total Groupon, Inc. stockholders' equity (deficit)         (25,018)         8,475           Noncontrolling interests         191         383           Total equity (deficit)         (24,827)         8,858	Accounts payable		20,117		59,568
Total current liabilities         364,160         531,440           Convertible senior notes, net         225,693         224,923           Operating lease obligations         5,211         9,310           Other non-current liabilities         16,997         18,586           Total liabilities         612,061         784,259           Commitment and contingencies         ****  Stockholders' equity (deficit)**  Common stock, par value \$0,0001 per share, 100,500,000 shares authorized; 41,521,134 shares sissued and 31,227,017 shares outstanding at June 30, 2023; 40,786,996 shares issued and 31,227,017 shares outstanding at June 30, 2023; 40,786,996 shares issued and 30,492,879 shares outstanding at December 31, 2022         4         4           Additional paid-in capital         2,331,036         2,322,672           Treasury stock, at cost, 10,294,117 shares at June 30, 2023 and December 31, 2022         (922,666)         (922,666)           Accumulated deficit         (1,436,231)         (1,394,477)           Accumulated other comprehensive income (loss)         2,839         2,942           Total Groupon, Inc. stockholders' equity (deficit)         (25,018)         8,475           Noncontrolling interests         191         383           Total equity (deficit)         (24,827)         8,858	Accrued merchant and supplier payables		178,119		225,420
Convertible senior notes, net         225,693         224,923           Operating lease obligations         5,211         9,310           Other non-current liabilities         16,997         18,586           Total liabilities         612,061         784,259           Commitment and contingencies         5         5           Stockholders' equity (deficit)         5         5           Common stock, par value \$0.0001 per share, 100,500,000 shares authorized; 41,521,134 shares issued and 31,227,017 shares outstanding at June 30, 2023; 40,786,996 shares issued and 30,492,879 shares outstanding at December 31, 2022         4         4           Additional paid-in capital         2,331,036         2,322,672           Treasury stock, at cost, 10,294,117 shares at June 30, 2023 and December 31, 2022         (922,666)         (922,666)           Accumulated deficit         (1,436,231)         (1,394,477)           Accumulated other comprehensive income (loss)         2,839         2,942           Total Groupon, Inc. stockholders' equity (deficit)         (25,018)         8,475           Noncontrolling interests         191         383           Total equity (deficit)         (24,827)         8,858	Accrued expenses and other current liabilities		119,224		171,452
Operating lease obligations         5,211         9,310           Other non-current liabilities         16,997         18,586           Total liabilities         612,061         784,259           Commitment and contingencies           Stockholders' equity (deficit)           Common stock, par value \$0.0001 per share, 100,500,000 shares authorized; 41,521,134 shares issued and 31,227,017 shares outstanding at June 30, 2023; 40,786,996 shares issued and 31,227,017 shares outstanding at December 31, 2022         4         4           Additional paid-in capital         2,331,036         2,322,672           Treasury stock, at cost, 10,294,117 shares at June 30, 2023 and December 31, 2022         (922,666)         (922,666)           Accumulated deficit         (1,436,231)         (1,394,477)           Accumulated other comprehensive income (loss)         2,839         2,942           Total Groupon, Inc. stockholders' equity (deficit)         (25,018)         8,475           Noncontrolling interests         191         383           Total equity (deficit)         (24,827)         8,858	Total current liabilities		364,160		531,440
Other non-current liabilities         16,997         18,586           Total liabilities         612,061         784,259           Commitment and contingencies           Stockholders' equity (deficit)           Common stock, par value \$0,0001 per share, 100,500,000 shares authorized; 41,521,134 shares issued and 31,227,017 shares outstanding at June 30, 2023; 40,786,996 shares issued and 30,492,879 shares outstanding at December 31, 2022         4         4           Additional paid-in capital         2,331,036         2,322,672           Treasury stock, at cost, 10,294,117 shares at June 30, 2023 and December 31, 2022         (922,666)         (922,666)           Accumulated deficit         (1,436,231)         (1,394,477)           Accumulated other comprehensive income (loss)         2,839         2,942           Total Groupon, Inc. stockholders' equity (deficit)         (25,018)         8,475           Noncontrolling interests         191         383           Total equity (deficit)         (24,827)         8,858	Convertible senior notes, net		225,693		224,923
Total liabilities         612,061         784,259           Commitment and contingencies         Stockholders' equity (deficit)           Common stock, par value \$0.0001 per share, 100,500,000 shares authorized; 41,521,134 shares issued and 31,227,017 shares outstanding at June 30, 2023; 40,786,996 shares issued and 30,492,879 shares outstanding at December 31, 2022         4         4           Additional paid-in capital         2,331,036         2,322,672           Treasury stock, at cost, 10,294,117 shares at June 30, 2023 and December 31, 2022         (922,666)         (922,666)           Accumulated deficit         (1,436,231)         (1,394,477)           Accumulated other comprehensive income (loss)         2,839         2,942           Total Groupon, Inc. stockholders' equity (deficit)         (25,018)         8,475           Noncontrolling interests         191         383           Total equity (deficit)         (24,827)         8,858	Operating lease obligations		5,211		9,310
Commitment and contingencies           Stockholders' equity (deficit)           Common stock, par value \$0.0001 per share, 100,500,000 shares authorized; 41,521,134 shares issued and 31,227,017 shares outstanding at June 30, 2023; 40,786,996 shares issued and 30,492,879 shares outstanding at December 31, 2022         4         4           Additional paid-in capital         2,331,036         2,322,672           Treasury stock, at cost, 10,294,117 shares at June 30, 2023 and December 31, 2022         (922,666)         (922,666)           Accumulated deficit         (1,436,231)         (1,394,477)           Accumulated other comprehensive income (loss)         2,839         2,942           Total Groupon, Inc. stockholders' equity (deficit)         (25,018)         8,475           Noncontrolling interests         191         383           Total equity (deficit)         (24,827)         8,858	Other non-current liabilities		16,997		18,586
Stockholders' equity (deficit)           Common stock, par value \$0.0001 per share, 100,500,000 shares authorized; 41,521,134 shares issued and 31,227,017 shares outstanding at June 30, 2023; 40,786,996 shares issued and 30,492,879 shares outstanding at December 31, 2022         4         4           Additional paid-in capital         2,331,036         2,322,672           Treasury stock, at cost, 10,294,117 shares at June 30, 2023 and December 31, 2022         (922,666)         (922,666)           Accumulated deficit         (1,436,231)         (1,394,477)           Accumulated other comprehensive income (loss)         2,839         2,942           Total Groupon, Inc. stockholders' equity (deficit)         (25,018)         8,475           Noncontrolling interests         191         383           Total equity (deficit)         (24,827)         8,858	Total liabilities		612,061		784,259
Common stock, par value \$0.0001 per share, 100,500,000 shares authorized; 41,521,134 shares issued and 31,227,017 shares outstanding at June 30, 2023; 40,786,996 shares issued and 30,492,879 shares outstanding at December 31, 2022       4       4         Additional paid-in capital       2,331,036       2,322,672         Treasury stock, at cost, 10,294,117 shares at June 30, 2023 and December 31, 2022       (922,666)       (922,666)         Accumulated deficit       (1,436,231)       (1,394,477)         Accumulated other comprehensive income (loss)       2,839       2,942         Total Groupon, Inc. stockholders' equity (deficit)       (25,018)       8,475         Noncontrolling interests       191       383         Total equity (deficit)       (24,827)       8,858	Commitment and contingencies				
shares issued and 31,227,017 shares outstanding at June 30, 2023; 40,786,996 shares issued and 30,492,879 shares outstanding at December 31, 2022       4       4         Additional paid-in capital       2,331,036       2,322,672         Treasury stock, at cost, 10,294,117 shares at June 30, 2023 and December 31, 2022       (922,666)       (922,666)         Accumulated deficit       (1,436,231)       (1,394,477)         Accumulated other comprehensive income (loss)       2,839       2,942         Total Groupon, Inc. stockholders' equity (deficit)       (25,018)       8,475         Noncontrolling interests       191       383         Total equity (deficit)       (24,827)       8,858	Stockholders' equity (deficit)				
Treasury stock, at cost, 10,294,117 shares at June 30, 2023 and December 31, 2022       (922,666)       (922,666)         Accumulated deficit       (1,436,231)       (1,394,477)         Accumulated other comprehensive income (loss)       2,839       2,942         Total Groupon, Inc. stockholders' equity (deficit)       (25,018)       8,475         Noncontrolling interests       191       383         Total equity (deficit)       (24,827)       8,858	shares issued and 31,227,017 shares outstanding at June 30, 2023; 40,786,996 shares issued		4		4
Accumulated deficit         (1,436,231)         (1,394,477)           Accumulated other comprehensive income (loss)         2,839         2,942           Total Groupon, Inc. stockholders' equity (deficit)         (25,018)         8,475           Noncontrolling interests         191         383           Total equity (deficit)         (24,827)         8,858	Additional paid-in capital		2,331,036		2,322,672
Accumulated other comprehensive income (loss)         2,839         2,942           Total Groupon, Inc. stockholders' equity (deficit)         (25,018)         8,475           Noncontrolling interests         191         383           Total equity (deficit)         (24,827)         8,858	Treasury stock, at cost, 10,294,117 shares at June 30, 2023 and December 31, 2022		(922,666)		(922,666)
Total Groupon, Inc. stockholders' equity (deficit)         (25,018)         8,475           Noncontrolling interests         191         383           Total equity (deficit)         (24,827)         8,858	Accumulated deficit		(1,436,231)		(1,394,477)
Noncontrolling interests         191         383           Total equity (deficit)         (24,827)         8,858	Accumulated other comprehensive income (loss)		2,839		2,942
Total equity (deficit)         (24,827)         8,858	Total Groupon, Inc. stockholders' equity (deficit)		(25,018)		8,475
	Noncontrolling interests		191		383
Total liabilities and equity (deficit) \$ 587,234 \$ 793,117	Total equity (deficit)		(24,827)		8,858
	Total liabilities and equity (deficit)	\$	587,234	\$	793,117

# Groupon, Inc. Condensed Consolidated Statements of Operations (in thousands, except share and per share amounts) (unaudited)

	 hree Months	End	led June 30,	Six Months E	d June 30,		
	2023		2022	2023		2022	
Revenue	\$ 129,109	\$	153,216	\$ 250,720	\$	306,536	
Cost of revenue	16,144		19,244	33,044		38,563	
Gross profit	112,965		133,972	217,676		267,973	
Operating expenses:							
Marketing	22,267		29,372	47,115		68,788	
Selling, general and administrative	96,263		123,938	197,897		250,358	
Goodwill impairment	_		35,424	_		35,424	
Long-lived asset impairment	_		8,811	_		8,811	
Restructuring and related charges	(689)		2,939	 8,105		3,251	
Total operating expenses	117,841		200,484	253,117		366,632	
Income (loss) from operations	(4,876)		(66,512)	(35,441)		(98,659)	
Other income (expense), net	(4,805)		(21,340)	(1,735)		(26,220)	
Income (loss) before provision (benefit) for income taxes	(9,681)		(87,852)	(37,176)		(124,879)	
Provision (benefit) for income taxes	2,323		2,398	3,441		(277)	
Net income (loss)	(12,004)		(90,250)	(40,617)		(124,602)	
Net (income) loss attributable to noncontrolling interests	(603)		(977)	(1,137)		(1,477)	
Net income (loss) attributable to Groupon, Inc.	\$ (12,607)	\$	(91,227)	\$ (41,754)	\$	(126,079)	
Basic and diluted net income (loss) per share:	\$ (0.41)	\$	(3.04)	\$ (1.36)	\$	(4.21)	
Basic and diluted weighted average number of shares outstanding:	31,020,493		30,039,233	30,796,943		29,952,018	

#### Groupon, Inc. Condensed Consolidated Statements of Cash Flows (in thousands) (unaudited)

	TI	hree Months	Ended June 30,	Six Months E	Six Months Ended				
		2023	2022	2023		2022			
Operating activities									
Net income (loss)	\$	(12,004)	\$ (90,250)	\$ (40,617)	\$	(124,602			
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:									
Depreciation and amortization of property, equipment and software		11,173	14,358	23,560		29,558			
Amortization of acquired intangible assets		2,070	2,136	4,188		4,305			
Impairment of Goodwill		_	35,424	_		35,424			
Impairment of long-lived assets		_	8,811	_		8,811			
Restructuring-related impairment		_	1,180	_		1,180			
Stock-based compensation		7,519	8,572	9,882		16,078			
Foreign currency (gains) losses, net		3,928	18,151	(159)		21,509			
Change in assets and liabilities:									
Accounts receivable		2,144	5,730	10,463		(10,233			
Prepaid expenses and other current assets		1,891	2,682	5,384		590			
Right-of-use assets - operating leases		2,181	4,649	6,189		9,258			
Accounts payable		(7,354)	(1,015)	(39,427)		6,07			
Accrued merchant and supplier payables		(18,980)	(19,001)	(48,447)		(54,90			
Accrued expenses and other current liabilities		(31,339)	(17,701)	(30,557)		(36,067			
Operating lease obligations		(7,504)	(6,184)	(15,743)		(13,831			
Payment for early lease termination		(123)	_	(9,724)		_			
Other, net		4,088	2,266	6,378		(1,504			
Net cash provided by (used in) operating activities		(42,310)	(30,192)	(118,630)		(108,356			
Investing activities									
Purchases of property and equipment and capitalized software		(2,253)	(9,148)	(11,797)		(22,149			
Proceeds from sale of assets		387	_	1,475		_			
Acquisitions of intangible assets and other investing activities		(617)	(631)	(1,174)		(1,546			
Net cash provided by (used in) investing activities		(2,483)	(9,779)	(11,496)		(23,69			
Financing activities									
Payments of borrowings under revolving credit agreement		(1,000)	(40,000)	(28,300)		(40,000			
Taxes paid related to net share settlements of stock-based compensation awards		(1,187)	(2,180)	(2,194)		(4,703			
Other financing activities		(752)	(1,160)	(1,642)		(1,601			
Net cash provided by (used in) financing activities		(2,939)	(43,340)	(32,136)		(46,304			
Effect of exchange rate changes on cash, cash equivalents and restricted cash		2,115	(3,937)	1,967		(4,708			
Net increase (decrease) in cash, cash equivalents and restricted cash		(45,617)	(87,248)	(160,295)		(183,063			
Cash, cash equivalents and restricted cash, beginning of period		167,018	403,668	281,696		499,483			
Cash, cash equivalents and restricted cash, end of period	\$	121,401	\$ 316,420	\$ 121,401	\$	316,420			

### Groupon, Inc. Supplemental Financial and Operating Metrics (dollars and units in thousands; TTM active customers in millions) (unaudited)

	Q	2 2022	C	3 2022	C	Q4 2022	C	21 2023	C	22 2023					
North America Segment:											Q2 2023				
Gross billings (1):											Y/Y Growth				
Local	\$	265,114	\$	248,929	\$	256,627	\$	221,746	\$	231,950	(12.5)	%			
Travel		21,692		21,118		18,164		20,649		21,630	(0.3)				
Goods		30,462		28,334		37,858		23,759		22,256	(26.9)				
Total gross billings	\$	317,268	\$	298,381	\$	312,649	\$	266,154	\$	275,836	(13.1)	%			
Revenue:	_										` '				
Local	\$	101,469	\$	97,843	\$	94,216	\$	81,379	\$	85,475	(15.8)	%			
Travel	•	4,451	Ť	4,065	Ť	3,570	Ť	2,815	Ť	5,579	25.3				
Goods		6,204		5,978		8,309		5,065		4,780	(23.0)				
Total revenue	\$	112,124	\$	107,886	\$	106,095	\$	89,259	\$	95,834	(14.5)	%			
Gross profit:	_		÷		÷		÷		÷		(1.112)	,,,			
Local	\$	87,592	\$	84,455	\$	81,951	\$	69,992	\$	74,463	(15.0)	%			
Travel	Ψ	3,355	Ψ	3,057	Ψ	2,796	Ψ	1,830	Ψ	4,647	38.5	70			
Goods		4,956		4,836		6,909		4,120		3,983	(19.6)				
Total gross profit	\$	95,903	\$	92,348	\$	91,656	\$	75,942	\$	83,093	(13.4)	%			
iotal gross profit	<u> </u>	93,903	<u>Ψ</u>	32,340	Ψ_	91,000	Ψ	73,342	<u>Ψ</u>	03,093	(13.4)	70			
Contribution profit (2)	\$	76,274	\$	65,972	\$	61,790	\$	60,639	\$	68,646	(10.0)	%			
International Segment:													Q2 2023		
0 139											V0/ 0 //			Y/Y Growth excluding FX (3)	
Gross billings:	•	00.704	_	00.505	^	400.455	_	00.000	_	07.000	Y/Y Growth	-	Fx Effect		
Local	\$	96,784	\$	96,592	\$	109,156	\$	93,800	\$	87,688	(9.4)		(0.8)	(10.2)	%
Travel		15,252		13,374		14,249		14,215		9,934	(34.9)		(0.7)	(35.6)	
Goods	_	30,861	_	25,509	_	32,143	_	22,256	_	20,000	(35.2)		(1.3)	(36.5)	
Total gross billings	\$	142,897	\$	135,475	\$	155,548	\$	130,271	\$	117,622	(17.7)		(0.9)	(18.6)	%
Revenue:															-
Local	\$	32,111	\$	30,089	\$	32,945	\$	25,265	\$	27,374	(14.8)		(0.7)	(15.5)	%
Travel		3,233		1,956		2,363		2,841		2,172	(32.8)		(1.2)	(34.0)	
Goods	_	5,748	_	4,459		6,756	_	4,246	_	3,729	(35.1)		(1.3)	(36.4)	
Total revenue	\$	41,092	\$	36,504	\$	42,064	\$	32,352	\$	33,275	(19.0)		(0.9)	(19.9)	%
Gross profit:															
Local	\$	29,435	\$	27,415	\$	30,244	\$	22,642	\$	24,959	(15.2)		(8.0)	(16.0)	%
Travel		2,886		1,625		2,032		2,469		1,916	(33.6)		(1.3)	(34.9)	
Goods		5,748		4,334	_	5,197		3,658		2,997	(47.9)		(1.0)	(48.9)	
Total gross profit	\$	38,069	\$	33,374	\$	37,473	\$	28,769	\$	29,872	(21.5)		(0.9)	(22.4)	%
Contribution profit	\$	28,326	\$	21,853	\$	24,793	\$	19,224	\$	22,052	(22.1)	%			
Consolidated Results of Operations:															
Gross billings:															
Local	\$	361,898	\$	345,521	\$	365,783	\$	315,546	\$	319,638	(11.7)		(0.2)	(11.9)	%
Travel		36,944		34,492		32,413		34,864		31,564	(14.6)		(0.3)	(14.9)	
Goods		61,323		53,843		70,001		46,015	_	42,256	(31.1)		(0.7)	(31.8)	
Total gross billings	\$	460,165	\$	433,856	\$	468,197	\$	396,425	\$	393,458	(14.5)		(0.3)	(14.8)	%
Revenue:															
Local	\$	133,580	\$	127,932	\$	127,161	\$	106,644	\$	112,849	(15.5)		(0.2)	(15.7)	%
Travel		7,684		6,021		5,933		5,656		7,751	0.9		(0.5)	0.4	
Goods		11,952		10,437	_	15,065		9,311		8,509	(28.8)		(0.6)	(29.4)	
Total revenue	\$	153,216	\$	144,390	\$	148,159	\$	121,611	\$	129,109	(15.7)		(0.3)	(16.0)	%
Gross profit:															
Local	\$	117,027	\$	111,870	\$	112,195	\$	92,634	\$	99,422	(15.0)		(0.2)	(15.2)	9
Travel		6,241		4,682		4,828		4,299		6,563	5.2		(0.6)	4.6	
Goods		10,704		9,170		12,106		7,778		6,980	(34.8)		(0.6)	(35.4)	
Total gross profit	\$	133,972	\$	125,722	\$	129,129	\$	104,711	\$	112,965	(15.7)		(0.2)	(15.9)	9
Contribution profit	\$	104,600	\$	87,825	\$	86,583	\$	79,863	\$	90,698	(13.3)	%			
Net cash provided by (used in) operating	•														
activities	\$	(30,192)		(43,494)		15,863	\$	(76,320)	\$	(42,310)	(40.1)	%			
Free cash flow	\$	(39,340)	\$	(51,840)	\$	10,190	\$	(85,864)	\$	(44,563)	(13.3)	%			

	Q2 2022	Q3 2022	Q4 2022	Q1 2023	Q2 2023
Active customers: (4)					
North America	13.1	12.3	11.3	10.9	10.6
International	8.0	7.9	7.5	7.3	6.9
Total active customers	21.1	20.2	18.8	18.2	17.5
North America Units:					
Local	6,355	6,043	6,407	5,142	5,083
Goods	1,141	1,119	1,579	933	807
Travel	91	91	82	86	84
Total North America units	7,587	7,253	8,068	6,161	5,974
International Units:					
Local	3,181	3,900	3,971	3,328	2,862
Goods	1,205	1,046	1,488	886	746
Travel	79	79	91	84	53
Total International units	4,465	5,025	5,550	4,298	3,661
Consolidated Units:					
Local	9,536	9,943	10,378	8,470	7,945
Goods	2,346	2,165	3,067	1,819	1,553
Travel	170	170	173	170	137
Total consolidated units	12,052	12,278	13,618	10,459	9,635
Headcount:					
Sales (5)	974	799	783	746	706
Other	2,442	2,278	2,121	2,032	1,945
Total headcount	3,416	3,077	2,904	2,778	2,651

<sup>(1)</sup> Represents the total dollar value of customer purchases of goods and services.

<sup>(2)</sup> Represents gross profit less marketing expense.

<sup>(3)</sup> Represents the change in financial measures that would have resulted had average exchange rates in the reporting periods been the same as those in effect in the prior year periods.

<sup>(4)</sup> Reflects the total number of unique user accounts that have made a purchase during the TTM either through one of our online marketplaces or directly with a merchant for which we earned a commission.

<sup>(5)</sup> Includes merchant sales representatives, as well as sales support personnel.

### Groupon, Inc. Non-GAAP Reconciliation Schedules (in thousands, except share and per share amounts) (unaudited)

The following is a quarterly reconciliation of Adjusted EBITDA to the most comparable U.S. GAAP performance measure, Net income (loss):

	Q2 2022		Q3 2022		Q4 2022		Q1 2023		 Q2 2023
Net income (loss)	\$	(90,250)	\$	(55,543)	\$	(54,235)	\$	(28,613)	\$ (12,004)
Adjustments:									
Stock-based compensation		8,572		8,116		5,812		2,363	7,519
Depreciation and amortization		16,494		14,706		14,094		14,505	13,243
Goodwill impairment		35,424		_		_		_	_
Long-lived asset impairment		8,811		_		3,448		_	_
Restructuring and related charges (1)		2,939		4,912		4,187		8,794	(689)
Other (income) expense, net		21,340		23,541		(25,606)		(3,070)	4,805
Provision (benefit) for income taxes		2,398		(4,328)		47,015		1,118	 2,323
Total adjustments		95,978		46,947		48,950		23,710	27,201
Adjusted EBITDA	\$	5,728	\$	(8,596)	\$	(5,285)	\$	(4,903)	\$ 15,197

<sup>(1)</sup> Restructuring and related charges includes \$1.2 million of long-lived asset impairment for the three months ended June 30, 2022, and \$1.8 million for the three months ended September 30, 2022.

The following is a reconciliation of Non-GAAP net income (loss) attributable to common stockholders to Net income (loss) attributable to common stockholders and a reconciliation of Non-GAAP net income (loss) per share to Diluted net income (loss) per share for the three and six months ended June 30, 2023 and 2022.

Net income (loss) attributable to common stockholders  Less: Net income (loss) attributable to noncontrolling interest  Net income (loss)	(12,607) (603) (12,004) 2,323	<b>2022</b> \$ (91,227) (977) (90,250)	\$ (41,754) (1,137) (40,617)	<b>2022</b> \$ (126,079) (1,477)
Less: Net income (loss) attributable to noncontrolling interest  Net income (loss)	(603) (12,004) 2,323	(977)	(1,137)	, , ,
Net income (loss)	(12,004) 2,323			(1,477)
,	2,323	(90,250)	(40.617)	
			( , )	(124,602)
Less: Provision (benefit) for income taxes		2,398	3,441	(277)
Income (loss) before provision (benefit) for income taxes	(9,681)	(87,852)	(37,176)	(124,879)
Stock-based compensation	7,519	8,572	9,882	16,078
Amortization of acquired intangible assets	2,070	2,136	4,188	4,305
Goodwill impairment	_	35,424	_	35,424
Long-lived asset impairment	_	8,811	_	8,811
Restructuring and related charges	(689)	2,939	8,105	3,251
Intercompany foreign currency losses (gains), foreign currency translation adjustments reclassified into earnings and other	3,859	22,240	(673)	25,776
Non-cash interest expense on convertible senior notes	386	379	770	757
Non-GAAP income (loss) before provision (benefit) for income taxes	3,464	(7,351)	(14,904)	(30,477)
Less: Non-GAAP provision (benefit) for income taxes	5,965	1,816	6,942	2,123
Non-GAAP net income (loss)	(2,501)	(9,167)	(21,846)	(32,600)
Net (income) loss attributable to noncontrolling interest	(603)	(977)	(1,137)	(1,477)
Non-GAAP net income (loss) attributable to common stockholders	(3,104)	(10,144)	(22,983)	(34,077)
Weighted-average shares of common stock - diluted	31,020,493	30,039,233	30,796,943	29,952,018
Impact of dilutive securities	_	_	_	_
Weighted-average shares of common stock - non-GAAP	31,020,493	30,039,233	30,796,943	29,952,018
Diluted net income (loss) per share \$	(0.41)	\$ (3.04)	\$ (1.36)	\$ (4.21)
Impact of non-GAAP adjustments and related tax effects	0.31	2.70	0.61	3.07
Non-GAAP diluted net income (loss) per share	(0.10)	\$ (0.34)	\$ (0.75)	\$ (1.14)

<sup>(1)</sup> Adjustment to interest expense for assumed conversion of convertible senior notes excludes non-cash interest expense that has been added back above in calculating Non-GAAP net income (loss) attributable to common stockholders.

Free cash flow is a non-GAAP liquidity measure. The following is a reconciliation of free cash flow to the most comparable U.S. GAAP liquidity measure, Net cash provided by (used in) operating activities.

	 22 2022	Q3 2022	Q4 2022	 Q1 2023	Q2 2023
Net cash provided by (used in) operating activities	\$ (30,192)	\$ (43,494)	\$ 15,863	\$ (76,320)	\$ (42,310)
Purchases of property and equipment and capitalized software	(9,148)	(8,346)	(5,673)	(9,544)	(2,253)
Free cash flow	\$ (39,340)	\$ (51,840)	\$ 10,190	\$ (85,864)	\$ (44,563)
Net cash provided by (used in) investing activities	\$ (9,779)	\$ (8,877)	\$ (6,273)	\$ (9,013)	\$ (2,483)
Net cash provided by (used in) financing activities	\$ (43,340)	\$ 48,811	\$ (36,915)	\$ (29,197)	\$ (2,939)